

NASA Office of Small and  
Disadvantaged Business Utilization

# MENTOR-PROTÉGÉ PROGRAM



## GENERAL

As NASA's premier technical and business developmental program, the Mentor-Protégé Program is designed to provide small disadvantaged businesses (SDBs), women-owned small businesses (WOSBs), and Historically Black Colleges and Universities (HBCUs) and other Minority Institutions (MIs) with high-tech developmental opportunities on NASA contracts. NASA's program enriches the experience, relationship, and competence of participants through its developmental focus and exposure to new technology, industries, and the latest in business processes, while participants are performing on NASA subcontracts. Participants who successfully enter and complete their Mentor-Protégé Agreement will find themselves more strategically focused and competitive.

### **The Mentor-Protégé Program is designed to do the following:**

- Increase the participation of SDBs, WOSBs, HBCUs, and MEIs in high-technology (see definition on page 21) and nontraditional industries critical to the Agency's mission
- Foster long-term business relationships between SDBs, WOSBs, HBCUs, and MEIs and major NASA prime contractors

### **To participate:**

- Mentors must have, or be competing for, a prime contract with NASA.
- Protégés must be a subcontractor of the Mentor, or be so designated in a competition.

While there are no guarantees, participation in the Mentor-Protégé Program might provide a competitive advantage. Proposals to NASA will be scored based on qualitative variances and uniqueness. With an allocation of up to 15 percent of mission suitability points for Small and Disadvantaged Business utilization, this could tip the scale in a competitive process. However, the approved Mentor-Protégé application must be in place prior to the proposal being submitted. The Mentor-Protégé Program does not alter existing or ongoing subcontracting relationships or activities. The cost associated with the mentoring developmental assistance provided to Protégés is allowable, under cost-type contracts.

### **Process for Mentor firms to participate in the Program:**

Prime contractors interested in becoming a Mentor firm must submit a written request to the NASA OSDBU to be approved under the program. The application will be evaluated by the extent to which the company plans to provide developmental assistance. In addition to the eligibility requirements, potential Mentors must submit the following information:

1. List of current NASA contract number(s), types, period of performance, with options, titles of technical program effort, name of NASA program manager with contact information, and the NASA Field Center where support is provided.
2. The number of proposed Mentor-Protégé arrangements that are contract-specific.
3. Data on the total number and dollar value of subcontracts awarded under NASA prime contracts within the past two years and the same information of such contracts awarded to Protégés.
4. Information on the proposed type of developmental assistance for each of the Mentor-Protégé arrangements.

# THE NASA MENTOR-PROTÉGÉ PROGRAM

5. A letter of intent, signed by both parties, which must contain the stated commitment of both parties entering into the arrangement that they intend to cooperate in the development of a suitable program to meet their respective needs and that they agree to comply with the obligations of all applicable sections and provisions of the program.

## Program benefits:

Incentives for both Mentor firms and Protégé firms are immediate and include, but are not limited to, the following:

- Expanded technical capabilities
- Increased award fee opportunity for primes
- Weighted value during proposal evaluation for primes
- Noncompetitive subcontracts
- Multiple agreements allowed
- New market entry
- Training
- Technology transfer



Ralph C. Thomas III,  
Associate Administrator for Office of Small  
and Disadvantaged Business Utilization

## EVALUATION FACTORS

The *Evaluation Factors* for Mentors and Protégés from NASA FAR Supplement 1852.219.79 are the following:

1. Specific actions taken by the prime contractor during evaluation period to increase participation of the Protégé as a subcontractor and supplier.
2. Specific actions taken by the prime contractor to develop the technical, corporate, and administration expertise of the Protégé as defined in the agreement.
3. The extent to which the Protégé met the developmental objectives in the agreement.
4. The extent to which the firms' participation in the Mentor-Protégé Program resulted in the Protégé's receiving competitive contract(s) and subcontract(s) from private firms and agencies other than the Mentor.



NASA Mentor-Protégé Program Managers Lamont Hames and Vernell Jackson

## MENTOR

### A. Eligibility:

1. Mentors must be eligible for receipt of Government contracts.
2. Large prime contractors performing under or competing for NASA contracts with at least one negotiated subcontracting plan may apply.
3. Small-business prime contractors performing under or competing for a NASA contract without a negotiated subcontracting plan may apply.
4. Mentors may have multiple Protégés.

### B. Mentors are encouraged to identify and select the following:

1. High-tech firms as Protégés from a broad base of emerging firms.
2. SDBs, WOSBs, HBCUs, and MEIs with whom they have established business relationships.

### C. Incentives for Mentor participation:

1. During source selection, approved Mentor-Protégé Agreements will be evaluated under Management, the Mission Suitability factor, as a subfactor or element. SDB Protégés shall be evaluated in the North American Industrial Classification System (NAICS) major groups as determined by the Department of Commerce.
2. Under award-fee incentive contracts, approved Mentor firms will be eligible to earn an award fee up to five percent of award fee pool associated with their performance as Mentor. The Mentor firm's performance will be evaluated by the measurable amount of developmental assistance provided under NASA contracts.

## PROTÉGÉ

### A. Eligibility:

1. Protégé must be eligible for receipt of Government contracts.
2. Protégé must be a small disadvantaged business (SDB) in the NAICS major groups as determined by the Department of Commerce, a Historically Black College or University (HBCU), a Minority Institution (MI), or a women-owned small business (WOSB).
3. Protégés may have multiple Mentors.

### B. Selection as a Protégé:

1. Mentor firms will be solely responsible for selecting Protégé firms.
2. Mentor firms may have more than one Protégé.



3. Any protest regarding the size or eligibility status of an entity selected by a Mentor will be submitted to the Small Business Administration (SBA) for resolution, and notification of such protest to the NASA OSDBU.

## AGREEMENT CONTENTS

**As a minimum, the contents of the agreement must contain the following:**

- A. Names and addresses of Mentor and Protégé firms and the responsible individual(s).
- B. Procedures for both Mentor and Protégé to terminate the agreement with 30 days' advanced notice.
- C. A description of the type of developmental program that will be provided, with a schedule for providing assistance and criteria for evaluation (very important element of the agreement contents).
- D. Description of the subcontract work and estimated dollar amount.
- E. List of the number and types of subcontracts to be awarded to the Protégé.
- F. Program participation terms.
- G. Plan for accomplishing work, should the agreement be terminated.
- H. Other terms and conditions as appropriate.



Lon Miller, Sverdrup Corporation, and Elizabeth Morard, Qualis Corporation, 2001 Goldin Stokes Mentor-Protégé Award winners, discuss issues at NASA's annual Mentor-Protégé Conference.

## TYPES OF DEVELOPMENTAL ASSISTANCE

The following list reflects the types of development assistance that may be given to a Protégé.

A. Management guidance relating to the following:

1. Finance
2. Organizational management
3. Overall business management/planning

B. Business development

C. Engineering and other technical assistance

D. Noncompetitive award of subcontracts

E. Progress payments based on cost

F. Advanced payments authorized in accordance with  
NASA FAR 1832.409-170

G. Rent-free use of facilities and/or equipment

H. Temporary assignment of personnel for the purpose  
of training



Vernell W. Jackson,  
Co-Manager of the NASA Mentor-Protégé Program,  
highlights the plan and criteria for developing  
"High-Power Mentor-Protégé Agreements."

## REPORTS AND PROGRAM REVIEWS

- A. Mentors will submit semi-annual reports to the NASA Mentor-Protégé Program Manager.
- B. Protégés are encouraged to submit semi-annual reports to the NASA Mentor-Protégé Program Manager.
- C. The NASA technical program manager shall include an assessment of the Mentor's performance in the quarterly "Strengths and Weaknesses" evaluation report to the contracting officer and NASA Mentor-Protégé Program Manager.
- D. The NASA Mentor-Protégé Program Manager will submit semi-annual reports to the cognizant contracting officer regarding the Mentor's performance as part of the fee-determination evaluations.
- E. Once a year, the Mentor-Protégé team will formally brief the NASA Mentor-Protégé Program Manager, the technical program manager, and the contracting officer regarding the accomplishments of the relationship.

## TRANSPORTABILITY

The following section outlines the transportability of credits from the Department of Defense (DoD) to NASA Mentor-Protégé Programs:

- The legislation creating the DoD program authorizes a NASA contractor who is also an approved DoD Mentor to transfer credit features to its NASA contracts.
- NASA prime contractors that are approved DoD Mentors can award subcontracts noncompetitively under their NASA contracts to the Protégés they are assisting under the DoD program.
- NASA primes may count the cost of assistance provided to Protégés under the DoD Mentor-Protégé Program toward meeting the goals in their NASA subcontracting plans after meeting or exceeding their DoD program goals.
- This credit is available only for unreimbursed assistance that has not been previously applied to a DoD subcontracting plan.
- The same unreimbursed developmental assistance costs cannot be counted toward meeting the subcontracting goals of more than one prime contract.
- Performance fees can be earned only for actual developmental assistance on NASA contracts—beyond transferring credit from the activity in the DoD to NASA subcontracting plans.



## MEETING MENTORS

The most popular question asked by potential SDBs, WOSBs, and HBCU/MIs is how they should go about meeting potential Mentors. While there are numerous ways to go about this, below are programs that will serve as a starting point for potential Protégés.

### **NASA Center Small Business Specialists**

NASA has ten Field Centers located throughout the country. Each Center has a Small Business Specialist (SBS) who is the primary point of contact for questions and guidance regarding that Center's mission and major acquisition programs. SBSs are a valuable resource for those getting started. (Listing can be found under Contact Information.)

### **E-Commerce**

Keep in mind that Mentor-Protégé Agreements at NASA can only be applied to award-fee type contracts. It is imperative that potential Protégés are capable of and familiar with tracking contract opportunities at NASA. To assist, NASA put into place the NASA Acquisition Internet Service (NAIS) that provides many features, including receiving e-mail notifications every time an opportunity is released. To learn more about this, please visit <http://procurement.nasa.gov/>

### **Opportunities to Showcase Your Capabilities**

The most comprehensive way to showcase your capabilities for NASA personnel and prime contractors is to participate in NASA's forums. These forums provide a rare high-level marketing opportunity that could lead to a Mentor-Protégé Agreement. Whether you are a prime contractor looking for a Protégé or a Protégé looking for a Mentor, these forums allow for many possibilities. The two primary programs are the following:

#### **Aerospace Technology Small Disadvantaged Business Forum**

This program is held two times a year, on a rotating basis, at Ames Research Center, Dryden Flight Research Center, Glenn Research Center, and Langley Research Center.

#### **Semi-Annual Science Forum for Small Businesses**

Semi-Annual Science Forum for Small Businesses is held twice a year, once at the Goddard Space Flight Center and once at the Jet Propulsion Laboratory.

For more information, contact the SBS listed for the appropriate Center or visit <http://www.hq.nasa.gov/office/codek>

## NATIONAL CONFERENCES

NASA hosts two major small business conferences a year. The NASA/JPL High Tech Small Business Conference is held in early March in Los Angeles, CA. The second major conference is the NASA/New England Technology and Business Conference, held every August. All NASA Centers, major prime contractors, and other Federal agencies attend each conference. Both conferences hold comprehensive workshops on the subjects that matter most. For more information, visit <http://www.hq.nasa.gov/office/codek>

### List of Prime Contractors

The OSDBU maintains a list of prime contractors and their points of contact. These prime contractors consist mostly of the larger NASA contractors and could be used as tools for Mentor-Protégé opportunities. You may get this information from our Web site at <http://www.hq.nasa.gov/office/codek>



Valerie Cortez, of Object Engineering (Left), and John Hunt, of the Industry Mentor-Protégé Association, congratulate 1999 Mentor-Protégé of the Year winner, Hiro Kumagai, of AeroComputing, Inc.

## NASA HIGH-TECHNOLOGY DEFINITION

In 1993, NASA developed a definition for “high-tech” so that industry could be clear about our expectations. Thus, the following definition should provide guidance for prime contractors seeking an emerging high-tech company to pursue as a Protégé.

“Research and/or development efforts that are within or advance the state of the art in a technology discipline and are performed primarily by professional engineers, scientists, and highly skilled and trained technicians or specialists.”

## THE GOLDIN-STOKES NASA MENTOR-PROTÉGÉ AWARD

The highest honor that may be bestowed on a Mentor-Protégé team, this annual award formally recognizes outstanding performance of prime contractors and their Protégés participating in the NASA Mentor-Protégé Program. The Award is a major, high-profile incentive for NASA prime contractors to participate and perform in a highly effective manner, in accordance with the program objectives and their approved Mentor-Protégé Agreement. The Award is named after NASA Administrator Daniel S. Goldin and former Honorable Congressman Louis Stokes, both of whom strongly advocated for the establishment of the NASA Mentor-Protégé Program.

## GOLDIN-STOKES MENTOR-PROTÉGÉ SUCCESS STORIES

In FY 2000, for the first time, NASA awarded the Goldin-Stokes NASA Mentor-Protégé Award to two teams: the team of TRW Space and Defense Corporation (Mentor) and Dynacs Engineering Company (Protégé), and the team of Wyle Life Sciences (Mentor) and Enterprise Advisory Services, Inc. (Protégé), were the recipients of the prestigious Goldin-Stokes Mentor-Protégé Award at a luncheon ceremony held in Providence, RI, in August, in conjunction with the Fifth Annual NASA Mentor-Protégé Conference.

TRW Space and Defense Corporation of Redondo Beach, CA, mentors Dynacs Engineering of Houston, TX, and both have shared a mutually beneficial relationship for almost a decade since TRW awarded engineering subcontracts to Dynacs for the EOS Common Spacecraft contract at Goddard Space Flight Center. That relationship transformed into a formal NASA Mentor-Protégé Agreement, under which Dynacs performs a variety of flight operations support. Dynacs is in the process of becoming a publicly listed company on the NASDAQ.

Wyle Life Sciences mentors Enterprise Advisory Services, Inc. (EASI), both of Houston, TX. They have been working together on the Medical Support & Integration Contract (MSIC) at Johnson Space Center (JSC). As a Protégé for Wyle, EASI has complete functional responsibility for the Microbiology and Nutritional Biochemistry laboratories and all associated life sciences research. EASI also supports Wyle on the JSC Biomedical Flight Hardware contract with hardware manufacturing and soft goods fabrication.



Al Boldin, Director of Small Business for TRW, accepts the Goldin-Stokes NASA Mentor Protégé Award as the Mentor to Dynacs Engineering.



Dr. Jayant Ramakrishnan, President of Dynacs Engineering, accepts the Goldin-Stokes NASA Mentor-Protégé Award as the Protégé to TRW, Inc.

## ANNUAL NASA MENTOR-PROTÉGÉ CONFERENCE

Every August, NASA has its annual Mentor-Protégé Conference in conjunction with the NASA Technology and Business Conference in Providence, RI. This dynamic one-day program is designed as an orientation for potential and existing participants to learn the fundamentals of the program, updates, and marketing techniques. It is highly recommended that this conference be attended at least once.



Michael Reeves of Wyle Life Sciences and Robert Carter of Enterprise Advisory Services are co-recipients of the 2000 Goldin-Stokes NASA Mentor-Protégé Award for an outstanding team. They are pictured with Lamont Hames (far left), Co-Manager of the NASA Mentor-Protégé Program, and Ralph C. Thomas III, Associate Administrator for Small and Disadvantaged Business Utilization.

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# THE NASA MENTOR-PROTÉGÉ PROGRAM

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# THE NASA MENTOR-PROTÉGÉ PROGRAM

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## OTHER SMALL/MINORITY BUSINESS CONTACTS

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# THE NASA MENTOR-PROTÉGÉ PROGRAM

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NASA's Small Business Team, your first point of contact for questions and guidance regarding small business programs and procurement opportunities.

## **Subpart 1819.72—NASA Mentor-Protégé Program Policy**

### **1819.7201 Scope of subpart.**

The NASA Mentor-Protégé Program is designed to incentivize NASA prime contractors to assist small, disadvantaged business (SDB) concerns, Historically Black Colleges and Universities (HBCUs), Minority Institutions (MIs), and women-owned small business (WOSB) concerns, in enhancing their capabilities to perform NASA contracts and subcontracts, foster the establishment of long-term business relationships between these entities and NASA prime contractors, and increase the overall number of these entities that receive NASA contract and subcontract awards.

### **1819.7202 Definition.**

“High-tech” is defined in 1819.001.

### **1819.7203 Non-affiliation.**

For purposes of the Small Business Act, a Protégé firm may not be considered an affiliate of a Mentor firm solely on the basis that the Protégé firm is receiving developmental assistance referred to in 1819.7214 from such Mentor firm under the Program. In addition, NASA shall not consider partial ownership, up to 10 percent, of a Department of Defense (DoD)-sanctioned Protégé firm by its DoD Mentor to constitute affiliation.

### **1819.7204 Transportability of features from the Department of Defense (DoD) Mentor-Protégé Program to NASA contractors.**

- A. In accordance with the benefits authorized by the DoD Mentor-Protégé Program (Public Law 101-510, Section 831, as amended by Public Law 102-190, Section 814), a NASA contractor who is also an approved DoD Mentor can transfer credit features to their NASA contracts.
- B. NASA prime contractors who are approved DoD mentors can award subcontracts noncompetitively under their NASA contracts to the Protégés which they are assisting under the DoD Program (Public Law 101-510, Section 831(f)(2)).
- C. NASA prime contractors may count the costs of developmental assistance provided to Protégés being assisted under the DoD Program toward meeting the goals in their subcontracting plans under their NASA prime contracts (Public Law 102-190, Section 814). Limitations which may reduce the value of this benefit include:
  - 1. Credit toward attaining subcontracting goals is available only to the extent that the developmental assistance costs have not been reimbursed to the contractor by DoD as direct or indirect costs; or
  - 2. The credit is available to meet the goals of a NASA subcontracting plan only to the extent that it has not been applied to a DoD subcontracting plan. The same unreimbursed developmental assistance costs cannot be counted toward meeting the subcontracting goals of more than one prime contract. These costs would accrue from credit for the multiples attributed to assistance provided by Small Business Development Centers, Historically Black Colleges and Universities, and Minority Institutions.

- D. The features identified in paragraphs (a), (b), and (c) of this section point out the portability of features from the DoD Mentor-Protégé Program to NASA prime contractors. NASA mentors will be held to show “good faith” by providing actual developmental assistance beyond transferring credit from activity in the DoD Program to NASA subcontracting plans.

## **1819.7205 General policy.**

- A. Eligible large business prime contractors who are not included on the “List of Parties Excluded from Federal Procurement and Nonprocurement Programs”, who have at least one active subcontracting plan, and who are approved as Mentor firms may enter into agreements with eligible entities (as defined in 1819.7209) as Protégés to provide appropriate developmental assistance to enhance the capabilities of Protégés to perform as subcontractors and suppliers. Eligible small business prime contractors who are not included on the “List of Parties Excluded from Federal Procurement and Nonprocurement Programs” and who are capable of providing developmental assistance to Protégés may also be approved as Mentors. An active Mentor-Protégé arrangement requires the Protégé to be a subcontractor under the Mentor’s prime contract with NASA.
- B. The Mentor-Protégé program may be used in cost reimbursement type contracts and contracts that include an award fee incentive. Costs incurred by a Mentor to provide the developmental assistance described in 1819.7214 are allowable. Except for cost-plus-award-fee contracts, such proposed costs shall not be included in the cost base used to develop a fee objective or to negotiate fee. On contracts with an award fee incentive, a contractor’s Mentor-Protégé efforts shall be evaluated under the award fee evaluations.

## **1819.7206 Incentives for prime contractor participation.**

- A. Proposed Mentor-Protégé efforts, except for the extent of participation of Protégés as subcontractors, shall be evaluated under the Mission Suitability factor. The participation of SDB Protégés as subcontractors shall be evaluated separately as a Mission Suitability subfactor (see FAR 15.304(c)(4) and 19.1202). The participation of other categories of Protégés as subcontractors may be evaluated separately as part of the evaluation of proposed subcontracted efforts.
- B. Under contracts with award fee incentives, approved Mentor firms shall be eligible to earn an award fee associated with their performance as a Mentor by performance evaluation period. For purposes of earning the award fee, the Mentor firm’s performance shall be evaluated against the criteria described in the clause at 1852.219-79, Mentor Requirements and Evaluation. This award fee evaluation shall not include assessment of the contractor’s achievement of FAR 52.219-9 subcontracting plan SDB goals or proposed monetary targets for SDB subcontracting (see FAR 19.1203).

## **1819.7207 Measurement of Program success.**

The overall success of the NASA Mentor-Protégé Program encompassing all participating Mentors and Protégés will be measured by the extent to which it results in:

- A. An increase in the number, dollar value, and percentage of subcontracts awarded to Protégés by Mentor firms under NASA contracts since the date of entry into the Program;
- B. An increase in the number and dollar value of contract and subcontract awards to Protégé firms since the time of their entry into the Program (under NASA contracts, contracts awarded by other Federal agencies, and commercial contracts);
- C. An increase in the number and dollar value of subcontracts awarded to a Protégé firm by its Mentor firm; and

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- D. An increase in subcontracting with Protégé firms in industry categories where they have not traditionally participated within the Mentor firm's activity.

## **1819.7208 Mentor firms.**

### A. Eligibility:

1. Contractors eligible for receipt of Government contracts;
2. Large prime contractors performing under contracts with at least one negotiated subcontracting plan as required by FAR 19.7; and
3. Small business prime contractors that can provide developmental assistance to enhance the capabilities of Protégés to perform as subcontractors and suppliers.

### B. Mentors will be encouraged to identify and select as Protégés:

1. A broad base of firms including those defined as emerging firms (e.g., a Protégé whose size is no greater than 50 percent of the size standard applicable to the NAICS code assigned to a contracting opportunity);
2. Firms in addition to those with whom they have established business relationships; and
3. High-tech firms.

## **1819.7209 Protégé firms.**

### A. For selection as a Protégé, a firm must be:

1. An SDB in the NAICS Major Groups as determined by the Department of Commerce (see FAR 19.201(b)), HBCU, MI, or WOSB;
2. Certified as small in the NAICS code for the services or supplies to be provided by the Protégé under its subcontract to the Mentor;  
and
3. Eligible for receipt of Government contracts.

B. Except for SDBs, a Protégé firm may self-certify to a Mentor firm that it meets the requirements set forth in paragraph (a) of this section. Mentors may rely in good faith on written representations by potential Protégés that they meet the specified eligibility requirements. SDB status eligibility and documentation requirements are determined according to FAR 19.304.

C. Protégés may have multiple Mentors. Protégés participating in Mentor-Protégé programs in addition to the NASA Program should maintain a system for preparing separate reports of mentoring activity for each agency's program.

## **1819.7210 Selection of Protégé firms.**

- A. Mentor firms will be solely responsible for selecting Protégé firms. The Mentor is encouraged to identify and select the types of Protégé firms listed in 1819.7208(b).
- B. Mentor firms may have more than one Protégé.
- C. The selection of Protégé firms by Mentor firms may not be protested, except for a protest regarding the size or eligibility status of an entity selected by a Mentor to be a Protégé. Such protests shall be handled in accordance with FAR 19.703(b). The contracting officer shall notify the Headquarters Office of Small and Disadvantaged Business Utilization (OSDBU) (Code K) of the protest.

## **1819.7211 Application process for Mentor firms to participate in the Program.**

- A. Prime contractors interested in becoming a Mentor firm must submit a request to the NASA OSDBU to be approved under the Program. The application will be evaluated on the extent to which the company plans to provide developmental assistance. The information required in paragraph (b) of this section must be submitted to be considered for approval as a Mentor firm.
- B. A proposed Mentor must submit the following information to the NASA OSDBU:
  - 1. A statement that the Mentor firm is currently performing under at least one active approved subcontracting plan (small business exempted) and that they are eligible, as of the date of application, for the award of Federal contracts;
  - 2. The cognizant NASA contract number(s), type of contract, period of performance (including options), title of technical program effort, name of NASA Program Manager (including contact information), and name of the NASA Field Center where support is provided;
  - 3. The number of proposed Mentor-Protégé arrangements;
  - 4. Data on all current NASA contracts and subcontracts to include the contract/subcontract number(s), period of performance, awarding NASA installation or contractor and contract/subcontract value(s) including options;
  - 5. Data on total number and dollar value of subcontracts awarded under NASA prime contracts within the past two years and the number and dollar value of such subcontracts awarded to entities defined as Protégés;
  - 6. Information on the proposed types of developmental assistance; for each proposed Mentor-Protégé relationship, include information on the company's ability to provide developmental assistance to the identified Protégé firm and how that assistance will potentially increase subcontracting opportunities for the Protégé firm, including subcontracting opportunities in industry categories where these entities are not dominant in the company's current subcontractor base; and
  - 7. A Letter of Intent signed by both parties; at a minimum, the Letter of Intent must include the stated commitment that the parties intend to enter into a Mentor-Protégé Agreement under the NASA Program, that they intend to cooperate in the establishment of a suitable developmental assistance program to meet their respective needs, and that they agree to comply with the obligations in 1819.7215 and all other provisions governing the Program.

## **1819.7212 OSDBU review and approval process of agreement.**

- A. The information specified in 1819.7211(b) is reviewed by the NASA OSDBU. This review will be completed no later than 30 days after receipt by the OSDBU. The OSDBU will provide a copy of the submitted information to the cognizant NASA technical program manager and contracting officer for a parallel review and concurrence.
- B. If OSDBU approves the application, then the Mentor
  - 1. Negotiates an agreement with the Protégé; and
  - 2. Submits an original and two copies of the agreement to the OSDBU for approval by the NASA Mentor-Protégé Program Manager, the NASA technical program manager, and the contracting officer.
- C. Upon agreement approval, the Mentor may implement a developmental assistance program.
- D. An approved agreement will be incorporated into the Mentor's contract with NASA. It should be added to the subcontracting plan in contracts which contain such a plan.
- E. If OSDBU disapproves the application, then the Mentor may provide additional information for reconsideration. The review of any supplemental material will be completed within 30 days after receipt by the OSDBU. Upon finding deficiencies that NASA considers correctable, the OSDBU will notify the Mentor and request information to be provided within 30 days that may correct the deficiencies.

## **1819.7213 Agreement contents.**

The contents of the agreement must contain:

- A. Names and addresses of Mentor and Protégé firms and a point of contact within both firms who will oversee the agreement;
- B. Procedures for the Mentor firm to notify the Protégé firm, OSDBU, and the contracting officer, in writing, at least 30 days in advance of the Mentor firm's intent to voluntarily withdraw from the Program;
- C. Procedures for a Protégé firm to notify the Mentor firm in writing at least 30 days in advance of the Protégé firm's intent to voluntarily terminate the Mentor-Protégé agreement. The Mentor shall notify the OSDBU and the contracting officer immediately upon receipt of such notice from the Protégé;
- D. A description of the type of developmental program that will be provided by the Mentor firm to the Protégé firm, to include a description of the subcontract work, and a schedule for providing assistance and criteria for evaluation of the Protégé's developmental success;
- E. A listing of the number and types of subcontracts to be awarded to the Protégé firm;
- F. Program participation term;
- G. Termination procedures;



H. Plan for accomplishing work, should the agreement be terminated; and

I. Other terms and conditions as appropriate.

## **1819.7214 Developmental assistance.**

The forms of developmental assistance a Mentor can provide to a Protégé include:

A. Management guidance relating to

1. Financial management,
2. Organizational management,
3. Overall business management/planning, and
4. Business development;

B. Engineering and other technical assistance;

C. Noncompetitive award of subcontracts under NASA contracts;

D. Progress payments based on costs—the customary progress payment rate for all NASA contracts with small, disadvantaged businesses is 95 percent; this customary progress payment rate for small, disadvantaged businesses may be used by prime contractors;

E. Advanced payments—while a Mentor can make advanced payments to its Protégés who are performing as subcontractors, the Mentor will only be reimbursed by NASA for these costs if advanced payments have been authorized in accordance with 1832.409-170;

F. Loans;

G. Rent-free use of facilities and/or equipment; and

H. Temporary assignment of personnel to the Protégé for the purpose of training.

## **1819.7215 Obligation.**

A. The Mentor or Protégé may voluntarily withdraw from the Program as mutually agreed by both Mentor and Protégé.

B. Mentor and Protégé firms will submit a “lessons learned” evaluation to the NASA OSDBU at the conclusion of each NASA contract subject to the approved Mentor-Protégé agreement.

## **1819.7216 Internal controls.**

- A. The NASA OSDBU will manage the Program. Internal controls will be established by the OSDBU to achieve the stated program objectives (by serving as checks and balances against undesired actions or consequences) such as:
1. Reviewing and evaluating Mentor applications for realism, validity, and accuracy of provided information;
  2. Reviewing any semi-annual progress reports submitted by Mentors and Protégés on Protégé development to measure Protégé progress against the master plan contained in the approved agreement; and
  3. Site visits to NASA installations where Mentor-Protégé activity is occurring.
- B. NASA may terminate Mentor-Protégé Agreements for good cause and exclude Mentor or Protégé firms from participating in the NASA Program. These actions shall be approved by the NASA OSDBU. NASA shall terminate an agreement by delivering to the contractor a Notice specifying the reason for termination and the effective date. Termination of an agreement does not constitute a termination of the subcontract between the Mentor and the Protégé. A plan for accomplishing the subcontract effort should the agreement be terminated shall be submitted with the agreement as required in NFS 1819.7213(h).

## **1819.7217 Reports.**

- A. Semi-annual reports shall be submitted by the Mentor to the NASA Mentor-Protégé Program Manager, the NASA OSDBU, to include information as outlined in 1852.219-79(b).
- B. Protégés are encouraged to submit semi-annual reports to the OSDBU on Program progress pertaining to their Mentor-Protégé Agreement. However, costs associated with the preparation of these reports are unallowable costs under Government contracts and will not be reimbursed by the Government.
- C. The NASA technical program manager shall include an assessment of the prime contractor's (Mentor's) performance in the Mentor-Protégé Program in a quarterly "Strengths and Weaknesses" evaluation report. A copy of this assessment will be provided to the OSDBU and the contracting officer.
- D. The NASA Mentor-Protégé Program Manager will submit semi-annual reports to the cognizant contracting officer regarding the participating prime contractor's performance in the Program for use in the award fee determination process.

## **1819.7218 Program review.**

At the conclusion of each year in the Mentor-Protégé Program, the prime contractor and Protégé, as appropriate, will formally brief the NASA OSDBU, the technical program manager, and the contracting officer regarding Program accomplishments pertaining to the approved agreement. This review will be incorporated into the normal Program review, where applicable. A separate review will be scheduled for other contracts to be held at the NASA work site location.

**1819.7219 Solicitation provision and contract clauses.**

A. The contracting officer shall insert the clause at 1852.219-77, NASA Mentor-Protégé Program, in:

1. Cost reimbursement solicitations and contracts, or solicitations and contracts with award fee incentives, that include the clause at FAR 52.219-9, Small Business Subcontracting Plan;
2. Small business set-asides of the contract types in (a)(1) of this section with values exceeding \$500,000 (\$1,000,000 for construction) that offer subcontracting opportunities.

B. The contracting officer shall insert the clause at 1852.219-79, Mentor Requirements and Evaluation, in contracts where the prime contractor is a participant in the NASA Mentor-Protégé Program.

**SAMPLE:**

## **NASA MENTOR-PROTÉGÉ PROGRAM AGREEMENT**



Ralph Thomas (center) signs approved Mentor-Protégé Agreement between Harold Stinger of SGT, Inc. (left) and Mel Roberts, representing the Jet Propulsion Laboratory (right). Ron Langston (standing right), Director of the U.S. Commerce Department's Minority Business Development Agency, witnesses the signing as Lamont Hames looks on.

# NASA MENTOR-PROTÉGÉ PROGRAM AGREEMENT

Provided by

Mentor's name (Mentor)

Point of Contact

Complete Address

City, State, Zip

Phone

Fax

E-mail

Protégé's name (Protégé)

Point of Contact

Complete Address

City, State, Zip

Phone

Fax

E-mail

For the

NASA Office of Small and Disadvantaged Business Utilization

Signed \_\_\_\_\_ Date \_\_\_\_\_  
Mentor

Signed \_\_\_\_\_ Date \_\_\_\_\_  
Protégé

## **Contents**

### **(1819.7213 Agreement Contents)**

- A. Participant Names & Addresses
- B. Mentor Procedures for Notification
- C. Protégé Procedures for Notification
- D. Description of Developmental Program
  - D.1 Description of Subcontract Work for Protégé
  - D.2 Schedule for Providing Assistance
  - D.3 Benefit to Protégé
  - D.4 Criteria for Evaluation of Developmental Success
    - D.4.1 Plan
    - D.4.2 Technical Development
    - D.4.3 Business/Infrastructure Development
- E. Subcontracts to be Awarded
- F. Program Participation Term
- G. Termination Procedures
  - G.1 Agreement Termination
  - G.2 Subcontract Termination
- H. Plan for Accomplishing the Work
- I. Other Terms and Conditions
  - Licensing of Technology
  - Nondisclosure of Proprietary Information



# **NASA MENTOR-PROTÉGÉ PROGRAM AGREEMENT**

## ***MENTOR, INC. AND PROTÉGÉ, INC.***

This agreement is submitted to the National Aeronautics and Space Administration Office of Small & Disadvantaged Business Utilization (NASA OSDBU) in accordance with NFS 1819.7212, OSDBU review and approval process of agreement.

This agreement is provided in the manner specified by NFS 1819.7213(a)-(l).

### **A. Participant Names and Addresses**

Names and addresses of Mentor and Protégé firms and a point of contact within both firms who will oversee the agreement; and the small, disadvantaged business category for which the Protégé qualifies.

### **B. Mentor Procedures for Notification**

Procedures for the Mentor to notify the Protégé, OSDBU, and the contracting officer, in writing, at least 30 days in advance of the Mentor's intent to voluntarily withdraw from the Program.

### **C. Protégé Procedures for Notification**

Procedures for a Protégé to notify the Mentor firm in writing at least 30 days in advance of the Protégé firm's intent to voluntarily terminate the Mentor-Protégé Agreement.

### **D. Description of Developmental Program**

Through a series of discussions and meetings, Mentor and Protégé have jointly assessed the developmental assistance needs of Protégé and identified the appropriate areas of developmental assistance that would benefit the Protégé. This developmental program will include a description of the subcontract work, a schedule for providing assistance, and the criteria for evaluation of the Protégé's developmental progress.

#### **D.1 Description of Subcontract Work**

Mentor has identified certain technical areas where work will be assigned to Protégé. These areas are: ISO Quality Management, etc. Protégé will deliver and/or support task. This will represent new technology application for Protégé.

#### **D.4.1 Plan**

Mentor and Protégé will provide details, the Who, What, Why, When, and How each technical area, as well as the business/infrastructure assistance, will be accomplished as outlined in the agreement.

### **E. Subcontracts to be Awarded**

A listing of the number and types of subcontracts to be awarded to the protégé firm.

## **F. Program Participation Term**

The term of this Mentor-Protégé Agreement between Mentor and Protégé begins from date of approval by the NASA OSDBU through the contract expiration date, or any other date if either party to the agreement withdraws in accordance with the procedures in B and or C of this agreement.

## **G. Termination Procedures**

Termination procedures should be developed here for the Mentor-Protégé Agreement, which may be terminated by NASA OSDBU if NASA determines that such action would be in the best interest of NASA (NFS 1819.7216 (b) Internal Controls) and the subcontract.

## **H. Plan for accomplishing the work**

If the agreement is terminated prior to the completion of the technical work or the ending date of program participation (Who, How, and When will the work be completed in a satisfactory manner), highlight the plan, the transition plan, the staff assignments, and the phase-in and phase-out process, etc.

## **I. Other terms and conditions**

Use this area for other terms and conditions your organization deems necessary and appropriate. For instance, you may want to elaborate on your policy governing licensing of technology. There may be a signed nondisclosure form that you may want to attach or include, or maybe there is a need to address this here (warranties, etc.).

# TECHNICAL DEVELOPMENT

## ISO 9000 QUALITY MANAGEMENT

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Background: International Quality Standard

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Protégé Benefit:

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Assistance Provided:

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Schedule/Milestones:

1. Training:
2. Subcontracts Awarded:
3. Future Proposals:

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Criteria for Evaluation of Development Success:

- Deliver assistance (by what date)
- Incorporate training and skill in future projects/contracts/proposals
- Perform tasks required under subcontract

## SAMPLE CHART

# BUSINESS/INFRASTRUCTURE DEVELOPMENT

## Business Development Assistance Related to NASA Culture

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Background: Understand NASA Acquisition processes, identify new contract opportunities

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Protégé Benefit: Identify business and marketing resources necessary to operate and improve business

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Assistance to be Provided:

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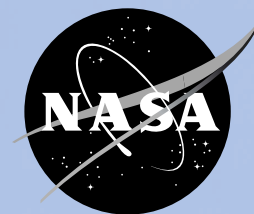
Schedule/Milestones:

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Criteria for Evaluation of Development Success:

- Improve business plan
- Increase market share
- Identify other NASA procurements/efforts

SAMPLE CHART



## Contact Information

For further information, please contact:

NASA Headquarters  
Office of Small and Disadvantaged Business Utilization  
Attn: Mentor-Protégé Manager  
Mail Code K  
NASA Headquarters  
Washington, DC 20546  
Telephone: (202) 358-2088  
Fax: (202) 358-3261  
Web: <http://www.hq.nasa.gov/office/codeK>